

EXHIBIT B

COLLECTIVE EXHIBIT B

Forms of Ballots for LRGI Plan:

B-1A: Form of LRGI Ballot for Classes 2(a), 2(b), 3, 4, and 5

B-1B: Form of LRGI Ballot for Class 5 (potential contract/lease rejection damage Claims – only where holder has no other General Unsecured Claims Against LRGI)

B-2A: Form of LRGI Ballot for Class 6 – Beneficial Holders

B-2B: Form of LRGI Master Ballot for Class 6 – Voting Nominees

Forms of Ballots for LPC Plan:

B-3A: Form of LPC Ballot for Classes 2(a), 2(b), 3, 4, and 5

B-3B: Form of LPC Ballot for Class 5 (Senior Subordinated Notes Claim only) – Beneficial Holders

B-3C: Form of LPC Master Ballot for Class 5 (Senior Subordinated Notes Claims only) – Voting Nominees

B-3D: Form of LPC Ballot for Class 5 (potential contract/lease rejection damage Claims – only where holder has no other General Unsecured Claims Against LPC)

B-4A: Form of LPC Ballot for Class 6 – Beneficial Holders

B-4B: Form of LPC Master Ballot for Class 6 – Counsel to Beneficial Holders

B-5A: Form of LPC Ballot for Classes 7, 8 and 9 – Beneficial Holders

B-5B: Form of LPC Master Ballot for Class 7, 8 and 9 – Voting Nominees

EXHIBIT B-1A

(Form of LRGI Ballot for Classes 2(a), 2(b), 3, 4, and 5)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : **Chapter 11**
:
LEXINGTON RUBBER GROUP, INC., : **Case No. 08-11156 (MG)**
:
Debtor. : **(Jointly Administered under**
: **Case No. 08-11153 (MG))**
-----X

**BALLOT FOR HOLDERS OF CLASS ____
[INSERT NAME OF CLASS]**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Rubber Group, Inc. ("LRGI"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class ____ (__[INSERT NAME OF CLASS]__) includes claims by _____
on account of _____. **THIS BALLOT IS ONLY FOR THE HOLDERS OF
[INSERT NAME OF CLASS].**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of [INSERT NAME OF CLASS] Claims. For purposes of voting to accept or reject the Proposed Plan, the undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder) of a [INSERT NAME OF CLASS] Claim against LRGI in the amount set forth below.

Amount: \$ _____

ITEM 2. Vote on the Proposed Plan. The holder of the [INSERT NAME OF CLASS] Claim Against LRGI identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. Certification as to Claims Against LRGI held in Additional Accounts. By completing and returning this Ballot, the holder certifies that it has not submitted any other Ballots for other Claims in this Class held in other accounts or other record names.

ITEM 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August ____, 2009 (as it may be further amended, supplemented or modified, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the [INSERT NAME OF CLASS] Claims Against LRGI identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Plan Proponents’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State and Zip Code: _____
Telephone Number: _____
Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS ____
[INSERT NAME OF CLASS]**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class ____ if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class ____ voting on the Proposed Plan. In the event that Class ____ rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class ____ and all other Classes of Claims rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in LRGI (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class ____ vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents. The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class ____, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a

particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-1B

**(Form of LRGI Ballot for Class 5)
(potential contract/lease rejection damage Claims –
only where holder has no other General Unsecured Claims Against LRGI)**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
LEXINGTON RUBBER GROUP, INC., : Case No. 08-11156 (MG)
Debtor. : (Jointly Administered under
Case No. 08-11153 (MG))
-----X

**BALLOT FOR HOLDERS OF CLASS 5
POTENTIAL CONTRACT/LEASE REJECTION DAMAGE CLAIMS AGAINST LRGI**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Rubber Group, Inc. ("LRGI"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 5 (General Unsecured Claims Against LRGI) consists of general unsecured claims against Lexington Rubber Group, Inc., including without limitation potential contract/lease rejection damage claims against LRGI. **THIS BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF HOLDERS OF POTENTIAL REJECTION DAMAGE CLAIMS AGAINST LRGI, WHICH HOLDERS OTHERWISE HAVE NO GENERAL UNSECURED CLAIMS AGAINST LRGI.**

PLEASE COMPLETE THE FOLLOWING:

- Item 1. **Potential Rejection Damage Claims Against LRGI.** This Ballot is to be used by you as a holder of potential rejection damage Claims against LRGI on account of an existing executory contract or unexpired lease, under which you have no Claims against LRGI to date, and only if you have no other General Unsecured Claims against LRGI. This Ballot is to accept or reject the Proposed Plan. Each vote to either accept or reject the Proposed Plan will be ascribed a value of \$1.00 strictly for voting purposes under the Proposed Plan. Identify the executory contract(s) or unexpired lease(s) to which LRGI is a counter-party:

Item 2. **Vote.** The undersigned holder of General Unsecured Claim solely on account of potential rejection damages against LRGI hereby votes to:

Check one box: ☐ Accept the Proposed Plan

☐ Reject the Proposed Plan

Item 3. **Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated ____, 2009 (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of potential rejection damages against LRGI identified in Item 1 above and holds no other General Unsecured Claims against LRGI and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Plan Proponents’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING
THE BALLOT FOR HOLDERS OF CLASS 5
POTENTIAL CONTRACT/LEASE REJECTION DAMAGE CLAIMS AGAINST LRGI**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in Class 5 voting on the Proposed Plan. In the event that Class 5 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of claims in Class 5 and all other classes of claims or interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of claims against and interests in the Debtors (including those holders who abstain from voting or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to Financial Balloting Group (the “Solicitation Agent”) so that it is received by the Solicitation Agent by no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”), unless such time is extended in writing by the Plan Proponents.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Solicitation Agent at the following address:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON RUBBER GROUP BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017
(646) 282-1800

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct and identify any executory contract(s) and/or unexpired lease(s) to which LRGI is a counter-party;
 - b. if you have a Claim in Class 5 on account of potential rejection damage claims against LRGI, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;

- c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular class only if you complete, sign, and return the Ballot labeled for that class in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-2A

(Form of LRGI Ballot for Class 6 – Beneficial Holders)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : **Chapter 11**
:
LEXINGTON RUBBER GROUP, INC., : **Case No. 08-11156 (MG)**
:
Debtor. : **(Jointly Administered under**
: **Case No. 08-11153 (MG))**
-----X

**BALLOT FOR BENEFICIAL HOLDERS OF CLASS 6
INTERESTS IN LEXINGTON RUBBER GROUP, INC.**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Rubber Group, Inc. ("LRGI"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 6 (INTERESTS IN LRGI) consists of any and all equity interests in Lexington Rubber Group, Inc. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF INTERESTS IN LRGI.**

This Ballot is to be used for voting by holders of Interests in LRGI. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots (including Ballots and Master Ballots cast on behalf of beneficial owners) is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. **Number of Interests in LRGI.** The undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of Interests in LRGI in the following amount (insert number of shares in box below). If your Interest in LRGI is held by a Voting Nominee on your behalf and you do not know the amount of shares held, please contact your Voting Nominee.

Enter number of Interests
In LRGI owned.

| |
|-------|
| _____ |
|-------|

ITEM 2. **Vote on the Proposed Plan.** The beneficial holder of the Interests in LRGI identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. **Acknowledgements and Certification.** By returning this Ballot, the beneficial holder of the Interest in LRGI identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August ____, 2009 (as it may be further amended, supplemented or modified, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the Interest in LRGI identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan; and (c) further acknowledges that the Plan Proponents' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR BENEFICIAL HOLDERS OF CLASS 6
INTERESTS IN LEXINGTON RUBBER GROUP, INC.**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 6 if it is accepted by the holders of two-thirds in amount of Interests in Class 6 voting on the Proposed Plan. In the event that Class 6 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 6 and all other Classes of Claims or Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Interests in LRG (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 6 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Solicitation Agent of all Ballots (including Beneficial Holder Ballots and Master Ballots cast on behalf of beneficial holders) is no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline"), unless such time is extended in writing by the Plan Proponents. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.** The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class 6, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are

signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold Claims or Interests in a Class other than Class 6, you may receive more than one Ballot, labeled for a different Class of Claims or Interests. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class of Claims or Interests in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-2B**(Form of LRGI Master Ballot for Class 6 – Voting Nominees)****UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--------------------------------------|---|------------------------------------|
| -----X | | |
| | : | |
| In re: | : | Chapter 11 |
| | : | |
| LEXINGTON RUBBER GROUP, INC., | : | Case No. 08-11156 (MG) |
| | : | |
| Debtor. | : | (Jointly Administered under |
| | : | Case No. 08-11153 (MG)) |
| -----X | | |

**MASTER BALLOT FOR RECORD HOLDERS OF CLASS 6
INTERESTS IN LEXINGTON RUBBER GROUP, INC.**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Rubber Group, Inc. ("LRGI"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 6 (Interests in LRGI) consists of any and all equity interests in LRGI. **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF THE INTERESTS IN LRGI.**

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a "Voting Nominee"); or as the proxy holder of a Voting Nominee or beneficial holder for the Interest in LRGI, to transmit to the Solicitation Agent the votes of such beneficial holders in respect of their Interests in LRGI (as defined under the Proposed Plan) to accept or reject the Proposed Plan.

PLEASE COMPLETE THE FOLLOWING:

Item 1. **Certification of Authority to Vote.** The undersigned certifies that as of _____, 2009 (the "Record Date" under the Proposed Plan), the undersigned (please check appropriate box):

☐

Is a broker, bank, or other nominee for the beneficial holders of the amount of Interests in LRGI listed in Item 2 below, and is the registered holder of such securities, or

- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of the amount of the Interest in LRGI listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial holder, that is the registered holder of the amount of Interest in LRGI listed in Item 2 below,

and accordingly, has full power and authority to vote to accept or reject the Proposed Plan, on behalf of Interests held by the beneficial holders of the Interest in LRGI described in Item 2.

Item 2. **Vote.** The undersigned transmits the following votes of beneficial holders in respect of their Interests in LRGI, and certifies that the following beneficial holders of the Interest in LRGI, as identified by their respective customer account numbers set forth below, are beneficial holders of such securities as of the Record Date, and have delivered to the undersigned, as Voting Nominee, their ballots ("Beneficial Holder Ballots") casting such votes. Indicate in the appropriate column the amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial holder must vote all of his, her, or its Interests in LRGI to accept or to reject the Proposed Plan and may not split such vote.

| Your Customer Account Number for Each Beneficial Holder of Interest in LRGI | Principal Amount of Interest in LRGI Voted to ACCEPT or REJECT Proposed Plan* | |
|---|---|--------|
| | ACCEPT | REJECT |
| 1. | \$ | \$ |
| 2. | \$ | \$ |
| 3. | \$ | \$ |
| 4. | \$ | \$ |
| 5. | \$ | \$ |
| 6. | \$ | \$ |
| 7. | \$ | \$ |
| 8. | \$ | \$ |
| 9. | \$ | \$ |
| TOTALS: | \$ | \$ |

* In order to vote on the Proposed Plan, the beneficial holder must have checked a box in item 2 to ACCEPT or REJECT the Proposed Plan on its individual Beneficial Holder Ballot. By order of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), if the beneficial holder did not check a box in Item 2 on its individual Beneficial Holder Ballot, its vote will not be counted.

Item 3. **Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial holder of the Interests in LRGI listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the exhibits thereto, and acknowledges that the solicitation of votes for the Proposed Plan is subject to all of the terms and conditions set forth in the Disclosure Statement.

Name of Voting Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Voting
Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.: _____

Signature: _____

By: _____
(If Appropriate)

Title: _____
(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: () _____
(Including Area Code)

Date Completed: _____

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

VOTING DEADLINE/SOLICITATION AGENT:

The Voting Deadline is 4:00 p.m. (prevailing Eastern Time) on _____, 2009, unless extended by the Plan Proponents in writing. To have the vote of the beneficial holder(s) for whom you act as Voting Nominee count, you must complete, sign, and return the Master Ballot so that it is actually received by the Solicitation Agent, before the Voting Deadline. The Solicitation Agent is:

FINANCIAL BALLOTING GROUP LLC
ATTN: LEXINGTON RUBBER GROUP, INC. BALLOT TABULATION
757 THIRD AVENUE, 3RD FLOOR
NEW YORK, NEW YORK 10017 (646) 282-1800

The Master Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

HOW TO VOTE:

If you are both the registered owner and the beneficial holder of the Interest in LRGI and you wish to vote any Interests in LRGI held on account thereof, you may complete, execute, and return to the Solicitation Agent either an individual Beneficial Holder Ballot or a Master Ballot.

If you are transmitting the votes of any beneficial holders of Interests in LRGI other than yourself, you may either:

1. "Prevalidate" the individual Beneficial Holder Ballot contained in the materials sent out in connection with the voting and solicitation of the Proposed Plan (collectively, the "Solicitation Package") and then forward the Solicitation Package to the beneficial holder of the Interest in LRGI for voting within five (5) business days after the receipt by such Voting Nominee of the Solicitation Package, with the beneficial holder then returning the individual Beneficial Holder Ballot directly to the Solicitation Agent in the return envelope to be provided in the Solicitation Package. A Voting Nominee "prevalidates" a Beneficial Holder Ballot by indicating thereon the record holder of the Interest voted, the amount of the Interest in LRGI held by the beneficial holder, and the appropriate account numbers through which the beneficial holder's holdings are derived. The beneficial holder shall return the "prevalidated" Beneficial Holder Ballot to the Solicitation Agent;

OR

2. Forward the Solicitation Package to the beneficial holder of the Interests in LRGI for voting together with a return envelope provided by and addressed to the Voting Nominee, with the beneficial holder then returning the individual Beneficial Holder Ballot to the Voting Nominee. In such case, the Voting

Nominee will tabulate the votes of its respective beneficial holders on a Master Ballot that will be provided to the Voting Nominee separately by the Solicitation Agent, in accordance with any instructions set forth in the instructions to the Master Ballot, and then return the Master Ballot to the Solicitation Agent. The Voting Nominee should advise the beneficial holders to return their individual Beneficial Holder Ballots to the Voting Nominee by a date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Solicitation Agent so that the Master Ballot is actually received by the Solicitation Agent by the Voting Deadline.

With respect to all Beneficial Holder Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Indicate the votes to accept or reject the Proposed Plan in Item 2 of the Master Ballot, as transmitted to you by the beneficial holders of the Interests in LRGI. To identify such beneficial holders without disclosing their names, please use the customer account number assigned by you to each such beneficial holder, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial holder and the assigned number). **IMPORTANT: EACH BENEFICIAL HOLDER MUST VOTE ALL OF HIS, HER, OR ITS EQUITY INTERESTS EITHER TO ACCEPT OR REJECT THE PROPOSED PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL HOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE SOLICITATION AGENT IMMEDIATELY.** By order of the Bankruptcy Court, any Beneficial Holder Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Proposed Plan will not be counted;
- c. Review the certification in Item 3 of the Master Ballot;
- d. Sign and date the Master Ballot, and provide the remaining information requested;
- e. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- f. Contact the Solicitation Agent if you need any additional information; and
- g. Deliver the completed, executed Master Ballot so as to be received by the Solicitation Agent before the Voting Deadline. For each completed, executed Beneficial Holder Ballot returned to you by a beneficial holder, either forward such Beneficial Holder Ballot (along with your Master Ballot) to the Solicitation Agent or retain such Beneficial Holder Ballot in your files for one year from the Voting Deadline.

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Proposed Plan. Holders should not surrender, at this time, certificates representing their securities. Neither the Plan Proponents nor the Solicitation Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Holder Ballot nor Master Ballot shall constitute or be deemed a proof of claim or equity interest or an assertion of a claim or equity interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the plan. We will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Holder Ballots and other enclosed materials to the beneficial holders of the Common Stock held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Holder Ballots.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE PLAN PROPONENTS OR THE SOLICITATION AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PROPOSED PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BENEFICIAL OWNER BALLOTS OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC, AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-3A

(Form of LPC Ballot for Classes 2(a), 2(b), 3, 4, and 5)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
 :
In re: : **Chapter 11**
 :
LEXINGTON PRECISION CORPORATION, : **Case No. 08-11153(MG)**
 :
Debtor. : **(Jointly Administered)**
 -----X

BALLOT FOR HOLDERS OF CLASS ____
[INSERT NAME OF CLASS]

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation. ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class ____ (____[INSERT NAME OF CLASS]____) includes claims by _____ on account of _____. **THIS BALLOT IS ONLY FOR THE HOLDERS OF [INSERT NAME OF CLASS].**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time)** on _____, **2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of [INSERT NAME OF CLASS] Claims. For purposes of voting to accept or reject the Proposed Plan, the undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder) of a [INSERT NAME OF CLASS] Claim against LPC in the amount set forth below.

Amount: \$ _____

ITEM 2. Vote on the Proposed Plan. The holder of the [INSERT NAME OF CLASS] Claim Against LPC identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. Certification as to Claims Against LPC held in Additional Accounts. By completing and returning this Ballot, the holder certifies that it has not submitted any other Ballots for other Claims in this Class held in other accounts or other record names.

ITEM 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated August ____, 2009 (as it may be further amended, supplemented or modified, the "Disclosure Statement"), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the [INSERT NAME OF CLASS] Claims Against LPC identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan. The undersigned further acknowledges that the Plan Proponents solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR HOLDERS OF CLASS ____
[INSERT NAME OF CLASS]**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class ____ if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class ____ voting on the Proposed Plan. In the event that Class ____ rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class ____ and all other Classes of Claims rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in LRGI (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class ____ vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents. The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class ____, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
 - d. if you also hold other claims or interests in classes that are entitled to vote, you should receive a different Ballot for each such claim and interest. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a

particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-3B

**(Form of LPC Ballot for Class 5 – General Unsecured Claims Against LPC)
(Senior Subordinated Note Claims Against LPC Only – Beneficial Holders)**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|-------------------------------|
| -----X | | |
| | : | |
| In re: | : | Chapter 11 |
| | : | |
| LEXINGTON PRECISION CORPORATION, | : | Case No. 08-11153 (MG) |
| | : | |
| Debtor. | : | (Jointly Administered) |
| | : | |
| -----X | | |

**BALLOT FOR BENEFICIAL HOLDERS OF CLASS 5
SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC (SUBSET OF CLASS 5)**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 5 (General Unsecured Claims Against LPC) consists of general unsecured claims against Lexington Precision Corporation, including without limitation Senior Subordinated Note Claims Against LPC and potential contract/lease rejection damage claims against LPC. **THIS BALLOT IS ONLY FOR THE BENEFICIAL HOLDERS OF SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC.**

In order for your vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. The deadline for the receipt by the Solicitation Agent of all Ballots (including Ballots and Master Ballots cast on behalf of beneficial owners) is no later than **4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the "Voting Deadline")**, unless such time is extended in writing by the Plan Proponents.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, A "VOTING NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Principal amount of SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC. The undersigned hereby certifies that as of _____, 2009, the undersigned was the beneficial holder (or authorized signatory for a beneficial holder), or the Voting Nominee of a beneficial holder, of Senior Subordinated Note Claims Against LPC in the following amount (insert principal amount in box below). If your Senior Subordinated Note Claim Against LPC is held by a Voting Nominee on your behalf and you do not know the amount of shares held, please contact your Voting Nominee.

Enter principal amount of Senior
Subordinated Note Claims
Against LPC.

\$ _____

ITEM 2. Vote on the Proposed Plan. The beneficial holder of the Senior Subordinated Note Claims Against LPC identified in Item 1 hereby votes to:

Check one box: ☐ Accept the Proposed Plan
 ☐ Reject the Proposed Plan

ITEM 3. Acknowledgements and Certification. By returning this Ballot, the beneficial holder of the Senior Subordinated Note Claims Against LPC identified in Item 1 above (a) acknowledges that it has been provided with a copy of the Disclosure Statement for the Proposed Plan, dated September ____, 2009 (as it may be further amended, supplemented or modified, the "Disclosure Statement"), including all exhibits thereto; (b) certifies that (i) it is the holder of the Senior Subordinated Note Claims Against LPC identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Proposed Plan; and (c) further acknowledges that the Plan Proponents' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Proposed Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE
BALLOT FOR BENEFICIAL HOLDERS OF CLASS 5
SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC (SUBSET OF CLASS 5)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Proposed Plan. **PLEASE READ THE PROPOSED PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Proposed Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in amount of Interests in Class 5 voting on the Proposed Plan. In the event that Class 5 rejects the Proposed Plan, the Bankruptcy Court may nevertheless confirm the Proposed Plan and thereby make it binding on you if the Bankruptcy Court finds that the Proposed Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Interests in Class 5 and all other Classes of Claims or Interests rejecting the Proposed Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Proposed Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Interests in LPC (including those holders who abstain from voting on or reject the Proposed Plan, and those holders who are not entitled to vote on the Proposed Plan) will be bound by the confirmed Proposed Plan and the transactions contemplated thereby.
3. In order for your Class 5 vote to be counted, this Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Solicitation Agent of all Ballots (including Beneficial Holder Ballots and Master Ballots cast on behalf of beneficial holders) is no later than 4:00 p.m. (prevailing Eastern Time) on _____, 2009 (the “Voting Deadline”), unless such time is extended in writing by the Plan Proponents. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER VOTING NOMINEE (EACH OF THE FOREGOING, A “VOTING NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR VOTING NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE SOLICITATION AGENT BEFORE THE VOTING DEADLINE.** The Solicitation Agent is Financial Balloting Group LLC, 757 Third Avenue, 3rd Floor, New York, New York 10017.

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.
4. To properly complete this Ballot, you must follow the procedures described below:
 - a. make sure that the information contained in Item 1 is correct;
 - b. if you have a Claim in Class 5, cast one vote to accept or reject the Proposed Plan by checking the appropriate box in Item 2;
 - c. if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are

signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);

- d. if you also hold Claims or Interests in a Class other than Class 5, you may receive more than one Ballot, labeled for a different Class of Claims or Interests. Your vote will be counted in determining acceptance or rejection of the Proposed Plan by a particular Class of Claims or Interests only if you complete, sign and return the Ballot labeled for that Class of Claims or Interests in accordance with the instructions on that Ballot;
- e. if you believe that you have received the wrong Ballot, please contact the Solicitation Agent immediately;
- f. provide your name and mailing address;
- g. sign and date your Ballot; and
- h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL HOLDER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PROPOSED PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL HOLDER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE PLAN PROPONENTS' SOLICITATION AGENT, FINANCIAL BALLOTING GROUP LLC AT (646) 282-1800. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

EXHIBIT B-3C

**(Form of LPC Ballot for Class 5 – General Unsecured Claims Against LPC)
(Senior Subordinated Note Claims Against LPC Only – Voting Nominees)**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re: : **Chapter 11**
:
LEXINGTON PRECISION CORPORATION, : **Case No. 08-11153 (MG)**
:
Debtor. : **(Jointly Administered)**
:
-----X

**MASTER BALLOT FOR RECORD HOLDERS OF CLASS 5
SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC (SUBSET OF CLASS 5)**

CapitalSource Finance, LLC, as agent under that certain Prepetition Credit Agreement, and CSE Mortgage LLC, as agent under that certain Prepetition Loan Agreement, are jointly soliciting votes with respect to the Prepetition Secured Lenders' Chapter 11 Plan, dated August __, 2009 (as it may be further amended, supplemented or modified, the "Proposed Plan") from the holders of certain impaired claims against and interests in Lexington Precision Corporation ("LPC"). All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Proposed Plan. If you have any questions on how to properly complete this Ballot, please call Financial Balloting Group LLC (the "Solicitation Agent") at (646) 282-1800.

Class 5 (General Unsecured Claims Against LPC) consists of general unsecured claims against Lexington Precision Corporation, including without limitation Senior Subordinated Note Claims Against LPC and potential contract/lease rejection damage claims against LPC. **THIS MASTER BALLOT IS ONLY FOR CASTING VOTES ON BEHALF OF BENEFICIAL HOLDERS OF SENIOR SUBORDINATED NOTE CLAIMS AGAINST LPC.**

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, a "Voting Nominee"); or as the proxy holder of a Voting Nominee or beneficial holder for the Senior Subordinated Note Claims Against LPC, to transmit to the Solicitation Agent the votes of such beneficial holders in respect of their Senior Subordinated Note Claims Against LPC (as defined under the Proposed Plan) to accept or reject the Proposed Plan.

PLEASE COMPLETE THE FOLLOWING:

Item 1. **Certification of Authority to Vote.** The undersigned certifies that as of _____, 2009 (the "Record Date" under the Proposed Plan), the undersigned (please check appropriate box):